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SECRET  
05 MAR 31 PM 0:17  
FILING

W05-15294  
11/18/04 11:59:58

T. Hampton APR 01 2005

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Panhandle Primary Care Clinics, Inc.

**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** PPCCI, Lisa Lamar  
Name (Printed or typed)

4349 Lafayette Street, Bldg. 2  
Address

Marianna, FL 32446  
City, State & Zip

850-482-1385  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



# PAHN

**Panhandle Area Health Network, Inc.**

**4349 Lafayette Street, Building 2**

**Marianna, Florida 32446**

**Phone: 850.482.9088 Fax: 850.482.9298**

**Lisa Lamar**  
Executive director

March 21, 2005

.....  
**Credentials**  
**Verification**  
**Organization**  
850.718.0493  
Fax: 850.718.0312

**Chipola Healthy**  
**Start**  
850.482.9255

**MomCare**  
850.482.1384

**Florida**  
**KidCare Outreach**  
850.718.0073  
Toll-Free  
877.892.9593

**Prescription**  
**Assistance Program**  
850.718.0172

**Save the Babies**  
850.482.9254

**Panhandle Drug &**  
**Alcohol Abuse**  
**Prevention Coalition**  
850.718.0493

**Tammy Hampton, Document Specialist**  
New Filings Section  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

**Re: Return of Articles of Incorporation**  
**Ref. Number W04000042898**

Dear Ms. Hampton:

Enclosed is a copy of your letter dated November 22, 2004, and an original and one copy of the Articles of Incorporation.

In your letter you stated you were returning the check in the amount of \$78.75 (check no.: 6022) and the Articles of Incorporation in order to correct before filing. After reviewing our records, this office determined that the check was not returned to this office. Our records indicate that this check cleared our bank on November 22, 2005.

I ask that you please review your records again to confirm the deposit of these funds into your bank account.

If you should have any questions, please call me at 850.482.9088.

Sincerely,

*Lisa Lamar*  
Lisa Lamar  
Executive Director *jld*

LL/jld

Enclosures

**"The goal of PAHN is to ensure that quality health care is available and efficiently delivered to all persons in the Rural Counties of Calhoun, Holmes, Liberty, Jackson and Washington."**



# PAHN

**Panhandle Area Health Network, Inc.**  
4349 Lafayette Street, Building 2  
Marianna, Florida 32446  
Phone: 850.482.9088 Fax: 850.482.9298

Lisa Lamar  
Executive Director

March 30, 2005

.....  
**Credentials  
Verification  
Organization  
850.718.0493  
Fax: 850.718.0312**

**Chipola Healthy  
Start  
850.482.9255**

**MomCare  
850.482.1384**

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KidCare Outreach  
850.718.0073  
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Assistance Program  
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**Save the Babies  
850.482.9254**

**Panhandle Drug &  
Alcohol Abuse  
Prevention Coalition  
850.718.0493**

Tammy Hampton, Document Specialist  
New Filings Section  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

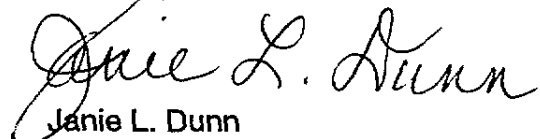
Re: Return of Articles of Incorporation  
Ref. Number W04000042898

Dear Ms. Hampton:

Enclosed is a copy of your letter dated March 25, 2005, and an original and one copy of the revised Articles of Incorporation. I ask that you file the enclosed document and return a filed stamped copy to me in the enclosed self-addressed stamped envelope.

If you should have any questions, please call me at 850.482.9088.

Sincerely,

  
Janie L. Dunn  
Administrative Assistant

Enclosures

**“The goal of PAHN is to ensure that quality health care is available and efficiently delivered to all persons in the Rural Counties of Calhoun, Holmes, Liberty, Jackson and Washington.”**



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

November 22, 2004

PPCCI, LISA LAMAR  
4349 LAFAYETTE ST  
BLDG 2  
MARIANNA, FL 32446

SUBJECT: PANHANDLE PRIMARY CARE CLINICS INC.  
Ref. Number: W04000042898

RECEIVED  
05 MAR 22 PM 12: 24  
CORPORATION  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for PANHANDLE PRIMARY CARE CLINICS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 104A00066281



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 25, 2005

LISA LAMAR  
PAHN  
4349 LAFAYETTE ST - BLDG 2  
MARIANNA, FL 32446

SUBJECT: PANHANDLE PRIMARY CARE CLINICS INC.  
Ref. Number: W05000015294

We have received your document for PANHANDLE PRIMARY CARE CLINICS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 405A00020454

RECEIVED  
05 MAR 31 AM 8:17  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

FILED

05 MAR 31 AM 2:17

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

Panhandle Primary Care Clinics Inc

(A Florida Not For Profit Corporation)

Article 1

The name of this corporation shall be Panhandle Primary Care Clinics Inc. (hereinafter called the "Corporation").

Article II

The principal place of business of this corporation shall be the Panhandle Primary Care Clinic at Malone, Florida, and whose mailing address is 5336 10<sup>th</sup> Street, Suite B, Malone, Florida 32423.

Article III

The purpose of the corporation is to provide comprehensive primary health care to the medically underserved population of the Florida panhandle through the Panhandle Primary Care Clinics in accordance with requirements set forth in 42 U.S.C. paragraph 1395x(aa) (3) and/or (4) ; and /or paragraph 1396 (1) (2) (A) and/or(B) ("FQHCs").

Article IV

The affairs of this Corporation shall be managed by a board of Directors consisting of seventeen (17) persons elected from the members of the panhandle area. The majority of the board will be consumer members and shall broadly represent the geographical area served by the clinic.

Section 1: Board Formation: The Board will be formed in accordance with federal rules for governance for federally funded community health centers as set forth in 42 CFR 51c.302(a).

Section 2: Board Membership: The Board will consist of no less than seventeen (17) persons a majority of who shall be consumers of services of the Clinic. As a group the consumer Board Members must reasonably represent the individuals serviced by the Clinic in terms of factors such as ethnicity, race, sex, age and economic status. No more than one fourth of the Board members may earn more than 10% of their income from the health care industry as prescribed by federal law. No Board member shall be an employee or a family member of an employee of the Clinic.

Section 3: Conflicts of Interest: Each member of the Board is required to fully disclose any business or professional activity which could form or have the appearance of forming the basis for a conflict of interest to their position on the Board. The Board shall consider such disclosure as required by this Article as cause for removal from office.

Section 4: Terms of Office: Elections: The Panhandle Primary Care Clinic will elect members to serve on the Board at their last meeting of the fiscal year from a Nominating Committee slate. The Nominating Committee will be selected from the Panhandle Primary Care Clinic Community Advisory Council. At the last Board meeting of the fiscal year, the nominating committee shall recommend the names of people to serve in vacant Board positions. The Board shall be asked to serve in one of two classes - the class of 2005 for a two year term, or the class of 2006 for a two year term. Subsequently, each "class" shall serve two years, with some members being elected in odd ending fiscal years (e.g. 2005-2007) and some members being elected in even ending fiscal years (e.g. 2006-2008).

Section 5: Vacancies: Vacancies will be filled by a majority vote of the membership from a slate of nominees prepared by the nominating committee and presented at least one meeting previous to the vote. Nominees will be chosen to represent, as closely as possible the initial make-up as described in Section 2.

Section 6: Ex-Officio Members. The Board may have Ex-Officio members who will have all the privileges and responsibilities of membership except for voting privileges.

Section 7: Compensation. Members shall serve without compensation, except that reasonable expenses shall be paid when travel or other activities occur as a result of Board action.

## Article V

The overall goal of the Corporation is to provide comprehensive primary health care to the medically underserved population of Malone, Florida and surrounding communities in the Florida panhandle in accordance with requirements set forth in 42 U.S.C. 254;



## Article VI

- (A) Notwithstanding any other provisions of these articles, the Corporation is not organized for profit and shall not conduct or carry on any activities ordinarily carried on for profit or any other activities not permitted to be conducted or carried on by an organization which is exempt from federal income tax under Section 501 (c) (3) of the Code as it now exists or as it may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of the Code as it now exists or may hereafter be amended.
- (B) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or to any private shareholder or individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with the Corporation's exempt purposes. The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation (except as otherwise provided in subsection (h) of Section 301 of the Code); nor shall it participate or intervene ~~by~~ publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

## Article VII

### INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 4349 Lafayette Street, Marianna, Florida. of the Corporation's initial registered agent at that address is Lisa Lamar.

## Article VIII INCORPORATORS

The name and addresses of the incorporators are as follows:

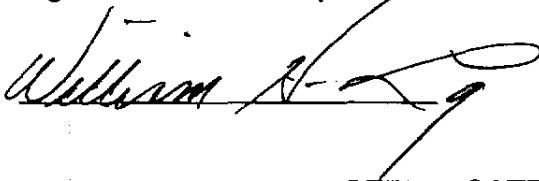
John Alter  
5298 Hatcher Road  
Bascom, FL 32423

Elmore Bryant  
2814 Orange Street  
Marianna, FL 32446

William Long  
3045 4<sup>th</sup> Street  
Marianna, FL 32446

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 29<sup>th</sup> day of March, 2004.

Signature of the Incorporator.



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Panhandle Primary Care Clinics Inc.
2. The name and address of the registered agent and office is:

Lisa Lamar  
4349 Lafayette St.  
Marianna, FL 32446

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER

AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Lisa Lamar

DATE 3/29/05

INDIVIDUAL IS PERSONALLY KNOWN TO ME:

STATE OF FLORIDA

COUNTY OF JACKSON

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Lisa Lamar, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

In WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 29th day of March, 2005

Janet B. Spink

Notary Public State of Florida

